

COPY

IN THE UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF PENNSYLVANIA

MICHAEL COTTRILL

and

LAWRENCE E. WNUKOWSKI

Plaintiffs,

vs.

BRITNEY SPEARS

and

ZOMBA RECORDING CORPORATION

ZOMBA ENTERPRISES, INC.

ZOMBA SONGS, INC.

and

JIVE RECORDS

and

WRIGHT ENTERTAINMENT GROUP

and

BMG MUSIC PUBLISHING, INC.,

Defendants.

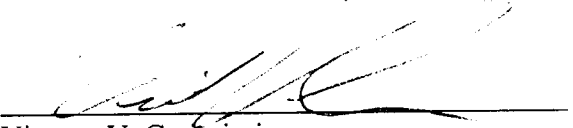
CIVIL ACTION

NO. 02-CV-3646

PRAECIPE

To the Clerk:

Kindly file of record the accompanying original Declarations of Rami Yacoub
Martin Sandberg, David Kreuger, and Per Magnusson, copies having been filed on April 14,
2003.



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PEPPER HAMILTON LLP
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Philadelphia, PA 19103-2799
(215) 981-4000

Date: April 22 2003

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1585 Broadway
New York, NY 10036
(212) 969-3000

Attorneys for Defendants

UNITED STATES DISTRICT COURT
EASTERN DISTRICT OF PENNSYLVANIA

MICHAEL COTTRILL
and
LAWRENCE E. WNOKOWSKI

Plaintiffs

v.

BRITNEY SPEARS
and
ZOMBA RECORDING CORPORATION
ZOMBA ENTERPRISES, INC.
ZOMBA SONGS, INC.
and
JIVE RECORDS
and
WRIGHT ENTERTAINMENT GROUP
and
BMG MUSIC PUBLISHING, INC.

CIVIL ACTION NO. 02 CV 3646

DECLARATION OF RAMI YACOB

I, Rami Yacoub, hereby make this declaration under oath based on personal knowledge.

If called to testify, I could and would testify as follows:

1. I am a producer and songwriter. My songs have been administered by Zomba Music Publishers Limited since September 25, 1998. I live and work in Stockholm, Sweden.

2. I have been a professional songwriter and producer since 1996. I have co-written and co-produced several songs for Britney Spears, including the hit *Baby One More Time*, which was Number One on the U.S. Charts. I co-produced three songs on the Backstreet Boys album "Millenium", which was the best-selling album in the world in 1999, and three songs for the Backstreet Boys' album "Black & Blue." In addition to my work with Britney Spears and the Backstreet Boys, I have co-written and produced songs for N'sync and Westlife.

3. The song "What U See Is What U Get" was first written by Jörgen Elofsson, David Kreuger and Per Magnusson. At the end of October 1999, the song was completed, and I added some melody changes. This was before Britney Spears recorded the song.

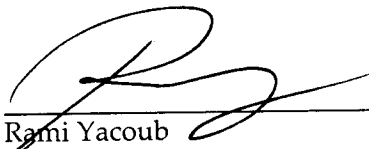


4. In or around the first week of November, 1999, Britney Spears came to Stockholm. During that week, she recorded *What U See (Is What U Get)*. I was in the studio while she recorded the song during that week and was one of the producers of the song.


5. My contributions to *What U See (Is What U Get)* were entirely original. In writing that composition, I did not copy from or refer to any other song. I did not receive any materials from BMG or Zomba to refer to or copy from in connection with the *What U See (Is What U Get)*. Additionally, I did not receive any materials from William Kahn, Jeffrey Townes, Lance Lowenstein, or Louis J. Perlman.

6. On March 18, 2003, I listened to a compact disc provided to me by counsel for the defendants in the action that I have been advised is the plaintiff's song *What You See Is What You Get*. To the best of my recollection, I have never heard that song that is on that disc, or any version of it, before. I certainly did not copy from or refer to it in writing *What U See (Is What U Get)*.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.



Rami Yacoub



Date

UNITED STATES DISTRICT COURT
EASTERN DISTRICT OF PENNSYLVANIA

MICHAEL COTTRILL
and
LAWRENCE E. WNOKOWSKI

Plaintiffs

v.

BRITNEY SPEARS
and
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ZOMBA SONGS, INC.
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JIVE RECORDS
and
WRIGHT ENTERTAINMENT GROUP
and
BMG MUSIC PUBLISHING, INC.

CIVIL ACTION NO. 02 CV 3646

DECLARATION OF MARTIN SANDBERG

I, Martin Sandberg (pka Max Martin), hereby make this declaration under oath based on personal knowledge. If called to testify, I could and would testify as follows:

1. I am a songwriter and producer. My songs have been administered by Zomba Music Publishers Limited since December 20, 1996. I live and work in Stockholm, Sweden.
2. I have been a professional songwriter since 1990. I have co-written several songs for Britney Spears, including the hit *Baby One More Time*, which reached Number One on the U.S. Charts. I wrote, co-wrote, and produced seven songs on the Backstreet Boys album "Millenium", which was the best selling album in the world in 1999. I also wrote three songs for the Backstreet Boys' "Black & Blue" album. In addition to Britney Spears and the Backstreet Boys, I have written and co-written songs for Celine Dion, N'sync, Bon Jovi, and Bryan Adams. I was the first non-U.S. Citizen to win ASCAP's "Songwriter of the Year" award in 1999, and I received the same award again in 2000 and 2001, making me the first songwriter to ever win the award three years in a row. I have received two Grammy nominations.

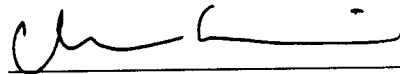
3. In August of 1999, I, along with Kristian Lundin and Andreas Carlsson, wrote a song entitled *Can't Make You Love Me*. We wrote the song specifically for Britney Spears. We wrote the song in Sweden.

4. In or around the first week of November, 1999, the song was recorded at Cheiron Studios in Stockholm.

5. My contributions to *Can't Make You Love Me* were entirely original. In writing that composition, I did not copy from or refer to any other song. I did not receive any materials from BMG or Zomba to refer to or copy from in connection with *Can't Make You Love Me*. Additionally, I did not receive any materials from William Kahn, Jeffrey Townes, Lance Lowenstein, or Louis J. Perlman.

6. On 18th March 2003, I listened to a compact disc provided to me by defendants' counsel, which I understand contains the recording of the plaintiffs' song *What You See Is What You Get* that was deposited with the United States Copyright Office. To the best of my recollection, I have never heard that song that is on that disc, or any version of it, before. I certainly did not copy from or refer to it in writing *Can't Make You Love Me*.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.



Martin Sandberg
14/4-04

Date

UNITED STATES DISTRICT COURT
EASTERN DISTRICT OF PENNSYLVANIA

MICHAEL COTTRILL
and
LAWRENCE E. WNOKOWSKI

Plaintiffs

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and
WRIGHT ENTERTAINMENT GROUP
and
BMG MUSIC PUBLISHING, INC.

CIVIL ACTION NO. 02 CV 3646

DECLARATION OF DAVID KREUGER

I, David Kreuger, hereby make this declaration under oath based on personal knowledge. If called to testify, I could and would testify as follows:

1. I am a songwriter and producer. My songs have been administered by Zomba Music Publishers Limited since December 20, 1996 until December 31, 2000. I live and work in Stockholm, Sweden.

2. I have been a professional songwriter and producer since 1993. I have written and co-produced several songs for Britney Spears, Westlife, Backstreet Boys, Boyzone, Steps, Five, Gareth Gates and Will Young.

3. On or about August 17th, 1999, I, along with Jörgen Elofsson and Per Magnusson, wrote a song entitled *What U See (Is What U Get)*. We wrote the song specifically for Britney Spears. Jörgen Elofsson wrote the lyrics, and I, Jörgen and Per Magnusson wrote the music. We wrote the song in Sweden.

4. We started to write the song in the summer of 1999 and it was first called "The Latin Song". In August 1999 we named the song "What U See Is What U Get" as a working title. The final first version was ready in between the end of August and the beginning of September. In the end of


October the song was completed, and Rami Yacoub added some melody changes. This was before Britney Spears recorded the song.

5. In or around the first week of November, 1999, Britney Spears came to Stockholm. During that week, she recorded *What U See (Is What U Get)*. I was in and out of the studio while she recorded the song during that week and was one of the producers of the song.

6. My contributions to *What U See (Is What U Get)* were entirely original. In writing that composition, I did not copy from or refer to any other song. I did not receive any materials from BMG or Zomba to refer to or copy from in connection with the *What U See (Is What U Get)*. Additionally, I did not receive any materials from William Kahn, Jeffrey Townes, Lance Lowenstein, or Louis J. Perlman.

7. On March 18, 2003, I listened to a compact disc provided to me by counsel for the defendants in the action that I have been advised is the plaintiff's song *What You See Is What You Get*. To the best of my recollection, I have never heard that song that is on that disc, or any version of it, before. I certainly did not copy from or refer to it in writing *What U See (Is What U Get)*.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.



David Kreuger
2003-04-15

Date

UNITED STATES DISTRICT COURT
EASTERN DISTRICT OF PENNSYLVANIA

MICHAEL COTTRILL
and
LAWRENCE E. WNOKOWSKI

Plaintiffs

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ZOMBA ENTERPRISES, INC.
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JIVE RECORDS
and
WRIGHT ENTERTAINMENT GROUP
and
BMG MUSIC PUBLISHING, INC.

CIVIL ACTION NO. 02 CV 3646

DECLARATION OF PER MAGNUSSON

I, Per Magnusson, hereby make this declaration under oath based on personal knowledge. If called to testify, I could and would testify as follows:

1. I am a songwriter and producer. My songs have been administered by Zomba Music Publishers Limited since December 20, 1996 until December 31, 2000. I live and work in Stockholm, Sweden.

2. I have been a professional songwriter and producer since 1993. I have written and co-produced several songs for Britney Spears, Westlife, Backstreet Boys, Boyzone, Five, Gareth Gates and Will Young.

3. On or about August 17th, 1999, I, along with Jörgen Elofsson and David Kreuger, wrote a song entitled *What U See (Is What U Get)*. We wrote the song specifically for Britney Spears. Jörgen Elofsson wrote the lyrics, and I, Jörgen and David wrote the music. We wrote the song in Sweden.

4. We started to write the song in the summer of 1999 and it was first called "The Latin Song". In August 1999 we named the song "What U See Is What U Get" as a working title. The final first version was ready in between the end of August and the beginning of September. In the end of

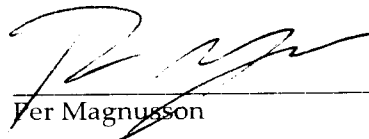
October the song was completed, and Rami Yacoub added some melody changes. This was before Britney Spears recorded the song.

5. In or around the first week of November, 1999, Britney Spears came to Stockholm. During that week, she recorded *What U See (Is What U Get)*. I was in the studio while she recorded the song during that week and was one of the producers of the song.

6. My contributions to *What U See (Is What U Get)* were entirely original. In writing that composition, I did not copy from or refer to any other song. I did not receive any materials from BMG or Zomba to refer to or copy from in connection with the *What U See (Is What U Get)*. Additionally, I did not receive any materials from William Kahn, Jeffrey Townes, Lance Lowenstein, or Louis J. Perlman.

7. On March 18, 2003, I listened to a compact disc provided to me by counsel for the defendants in the action that I have been advised is the plaintiff's song *What You See Is What You Get*. To the best of my recollection, I have never heard that song that is on that disc, or any version of it, before. I certainly did not copy from or refer to it in writing *What U See (Is What U Get)*.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.



Per Magnusson

2003 04 15

Date

CERTIFICATE OF SERVICE

I, Vincent V. Carissimi, hereby certify that on April 22 2003, I caused a true and correct copy of the foregoing Praeipie and Declarations to be served by depositing the same in the United States Mail, First Class, postage prepaid, addressed to:

George Bochetto, Esquire
Bochetto & Lentz, P.C.
1524 Locust Street
Philadelphia, PA 19102



Vincent V. Carissimi